Intercontinental Exchange, Inc.

Form 4 May 13, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

05/11/2015

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Hill Scott A | | | 2. Issuer Symbol | Name and | Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|----------------|--------------|--|-------------|---|--|--------------|--------------|--|--|
| | | | | | Exchange, Inc. [ICE] | (Check all applicable) | | | | |
| (Last) | (First) | (Middle) | 3. Date of | Earliest Tr | ansaction | | | | | |
| 5000 NEW | NODTHUDE | DDIVE | (Month/D | • | | | 109 | | | |
| 5660 NEW NORTHSIDE DRIVE | | | 05/11/20 |)15 | | _X_ Officer (give title Other (specify below) | | | | |
| | | | | | Chief Financial Officer | | | | | |
| (Street) | | | 4. If Amer | ndment, Da | te Original | 6. Individual or Joint/Group Filing(Check | | | | |
| | | Filed(Mon | th/Day/Year |) | Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| ATLANTA, GA 30328 | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
| 1.Title of | 2. Transaction | Date 2A. De | emed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | (Month/Day/Ye | ear) Executi | on Date, if | Transacti | onAcquired (A) or | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | | Code | Disposed of (D) | Beneficially | (D) or | Beneficial | | |

(Instr. 8)

S

Code V Amount

(Instr. 3, 4 and 5)

981 (1) D

(A)

(D)

Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

Transaction(s) (Instr. 3 and 4)

 $28,345 \frac{(2)}{}$

Indirect (I)

(Instr. 4)

D

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title Amoun Underly Securiti (Instr. 3 | t of ying es | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|---|--|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hill Scott A

5660 NEW NORTHSIDE DRIVE Chief Financial Officer

ATLANTA, GA 30328

Signatures

/s/ Andrew J. Surdykowski,
Attorney-in-fact
05/13/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a pre-arranged trading plan established in accordance with Rule 10b5-1 of the Securities Act of 1934, as amended.

The common stock number referred in Table I is an aggregate number and represents 17,673 shares of common stock and 10,672 unvested performance based restricted stock units, for which the performance period has been satisfied. The performance based restricted stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year. The satisfaction

(2) stock units vest over a three year period, in which 33.33% of the performance based restricted stock units vest each year. The satisfaction of the performance target for the 2015 performance based restricted stock units and the corresponding number of shares of common stock to be issued pursuant to that award will not be determined until February 2016 and will be reported at that time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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